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*Providing a sports program for the youth of Juneau since 1973*

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## **ARTICLE I – NAME AND PRINCIPAL OFFICE**

- A.** The name of this Corporation shall be the Glacier Swim Club, Inc. and is hereafter informally referred to as GSC. The official color scheme shall be blue and gold.
- B.** The principal office of the Glacier Swim Club, Inc. shall be 3045 Riverside Drive, Juneau, AK 99801 or at such other place as the Board of Trustees shall from time to time determine.

## **ARTICLE II – PURPOSE AND POLICY**

- A.** GSC is dedicated to the development of excellence and achievement in all levels of competitive swimming. GSC provides an opportunity for social and emotional development that promotes confidence and positive self-esteem. The GSC program will promote a supervised competitive swim team, good sportsmanship and team spirit in all swimmers, coaches and parents participating in club activities, and cooperation among swimmers, parents and coaching staff.
- B.** GSC maintains membership with USA Swimming and has adopted their objectives and goals.
- C.** GSC is a nonprofit corporation organized exclusively for educational purposes and is dedicated to the improvement and progress of competitive swimming and is not formed for individual or financial gain. No part of the assets, income or profit shall benefit individual Trustees. In addition, GSC shall not carry on any other activities not allowed by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III – MEMBERSHIP**

There shall be three classes of membership within GSC. They are:

- A.** Voting member: A voting member shall be defined as a parent or guardian financially responsible for a swimmer who has paid their annual membership fee; who is in good standing, in regards to monthly dues; and who has signed the GSC Code of Conduct. Each family or individual is entitled to one vote.
- B.** Athlete member: An athlete member is an individual swim team member who actively participates in the swim program. Athlete membership is maintained only as long as dues are paid in full, a GSC Code of Conduct has been signed and rules and regulations

established by the Board of Trustees and/or coaching staff are observed. Athlete members do not vote except as provided in Article V (A.).

- C. Affiliate member: Affiliate members are individuals or groups, commercial or not commercial, that wish to assist in the development of the club's goals through financial or organizational support. Affiliate members do not vote.

No person shall be restricted from membership on the basis of race, religion, sex, national origin, age, disability, political affiliation, or belief.

#### **ARTICLE IV – DUES AND FEES**

- A. The BOT shall determine the amount of dues and fees. Notification of a proposed change in the amount of dues or fees shall be made to all members at least thirty (30) days prior to the change. After notification and before a change is implemented, members will have the opportunity to provide feedback at a regularly scheduled board meeting, for which the agenda will be posted.
- B. If members of the coaching staff have youth participating in the swim program, dues and fees may be waived by the BOT.

#### **ARTICLE V – BOARD OF TRUSTEES**

- A. The Board of Trustees, hereafter informally referred to as the BOT, shall consist of eleven (11) members; eight (8) of whom shall be parent members elected from the membership at large, one (1) athlete member, a City and Borough of Juneau Parks and Recreation designee and the Head Coach. The Juneau Parks and Recreation designee is a non-voting position. All other Trustees are voting positions. Trustees shall be elected from the general membership at large for a two-year term, the athlete member Trustee shall be elected for a one-year term. Trustees may serve two consecutive terms, provided they are reelected by the general membership. Vacancies will be filled by a majority vote of the remaining members of the BOT until the next regular election, at which time the remaining unexpired term will be filled by a vote of the general membership. Four of the parent member Trustee positions shall be staggered so that there will only be a maximum of four new members at any one time.
- B. The Trustees shall attend all meetings and keep informed on business conducted. After three (3) consecutive absences a year, a Trustee may be removed from the BOT by a majority vote of the BOT.
- C. Any decision by the BOT may be revoked by a two-thirds (2/3) vote of the general membership attending a general membership meeting.
- D. The BOT shall manage the business of this organization. The BOT shall have full charge of the property and business of GSC with full power and authority to manage and conduct the same subject to the instructions of the general membership. No person may collect funds, make contracts, incur expenses or initiate any actions in the name of this organization or use its logo without prior approval of the BOT.
- E. Only one member (as defined in Article III, section A) per immediate family may serve on the BOT at the same time. An athlete member may serve on the BOT simultaneously with their parent.
- F. The BOT officers shall be a President, a Vice-President, a Secretary and a Treasurer. Officers shall be elected annually by the Board from among its members at the first

- meeting of the Board following the general elections. Newly elected officers shall assume office immediately and shall serve a term of one (1) year.
- G. All Officers shall deliver to their successors all official materials entrusted to their care.
- H. Duties are as follows:
- President** – The President shall preside at all meetings of the GSC and of the BOT. The President shall be an ex-officio member of all committees, except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President, and perform such other duties as may be designated by the Board. The President can also appoint committees as necessary and designate a Chairperson.
- Vice-President** – The Vice-President shall perform all Presidential duties in the absence of the President and other duties as the President or BOT may designate.
- Secretary** – The Secretary shall keep minutes of all GSC and BOT meetings. In addition, the Secretary shall maintain a copy of the bylaws and keep minutes posted.
- Treasurer** – The Treasurer shall receive and disburse all GSC funds as directed by the BOT in accordance with the approved budget and keep a full and accurate account of receipts and expenditures. The Treasurer shall present a report at every regular meeting of the BOT, make a full financial report to the membership at the annual meeting, and provide reports at other times when requested by the BOT.
- I. Human Resources Committee:
- A Human Resources Committee may be formed to advise the BOT, President or Head Coach on human resource issues. The Committee will consist of no more than three members. The Committee may recommend Personnel Policies and Procedures, assist in personnel evaluations and disciplinary issues, recommend compensation for staff and provide advice on other personnel related issues.

#### ARTICLE VI – FINANCIAL ADMINISTRATION

- A. Fiscal Year – The fiscal year of the GSC shall commence on the first day of June of each year.
- B. Budget and Budget Committee – A budget committee shall be appointed by the Board of Trustees at least two (2) months prior to the beginning of the fiscal year to prepare a budget for the ensuing year. The proposed budget shall be presented to the general membership prior to the beginning of the fiscal year, and adopted by the general membership. The Board of Trustees shall have the authority to amend the budget at needed. The Treasurer shall not be eligible to serve as chairman of the budget committee.
- C. Financial Review – Within three (3) months after the close of the fiscal year, a qualified person (or persons) will be selected by the Board to review the books and operating statements of the GSC and shall submit a general statement covering their findings to the Board. Such person shall not be related to the Treasurer.

#### ARTICLE VII– MEETINGS

- A. BOT Meetings: The BOT will meet at least nine times a year at the GSC offices or another location as determined by the BOT. Meeting times shall be communicated to all members at least one week in advance. In addition, special meetings of the BOT

may be called by the President upon the consensus of five (5) members of the BOT. A simple majority of the members of the BOT shall constitute a quorum.

- B. General Membership Meetings:** There shall be at least three (3) meetings of the general membership each year. The BOT shall determine the time and location of each meeting. Written notice stating the time, day, location and purpose of the meeting shall be given to each member not less than two weeks prior to the meeting. In addition, special meetings of the general membership shall be called by the President at the request of not less than five (5) members of the BOT or ten percent (10%) of the membership eligible to vote at the meeting. One general membership meeting per year shall be an annual meeting in May to elect Trustees and transact necessary annual business. Fifteen percent (15%) of the general membership eligible to vote shall constitute a quorum at all membership meetings of the GSC, and a simple majority of those members present may decide an issue.

#### **ARTICLE VIII– NOMINATIONS AND ELECTIONS**

- A. Nominating Committee –** The Nominating Committee shall consist of five (5) members, two of whom shall be members of the BOT – one being the Head Coach. There shall also be three members at large, one of whom shall serve as Chairperson. The BOT shall appoint the Nominating Committee at least two (2) months in advance of the annual meeting in May. Suggestions for nominations may be sent to the Nominating Committee by any member eligible to vote.
- B. Report of the Nominating Committee:** The Nominating Committee shall deliver a report to all members at least two (2) weeks in advance of the annual meeting in May and shall include a brief summary of the qualifications of each nominee. This report shall also be presented at the May annual meeting. Additional nominations will be accepted from the floor by any member eligible to vote. If these nominees are eligible to serve and accept the nomination, they will be added to the ballot.
- C. Elections shall be held by ballot.** Those receiving the most votes shall be elected to fill the vacant BOT positions.

#### **ARTICLE IX - PARLIAMENTARY AUTHORITY**

Rules of Order - The rules contained in the latest edition of Roberts Rules of Order Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

#### **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) majority vote of the eligible members present and voting at a general membership meeting provided a notice of intent to amend the Bylaws was submitted to the membership in writing at least two (2) weeks in advance of the meeting.

#### **ARTICLE XI – DISSOLUTION**

Upon the dissolution of the organization, after paying or adequately providing for the debts or obligations of the organization, the disposition of any remaining net proceeds from charitable gaming conducted under AS 05:15, will go to a charitable organization as defined under AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15.

**ARTICLE XII – INDEMNIFICATION**

- A. Each person who is or was a director, officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Code of the State of Alaska against any liability cost or expense incurred in the capacity as director, officer or employee, or arising out of the status as a director, officer or employee (including serving at the request of the corporation as a director, officer employee, or agent of another corporation).
- B. The corporation may maintain insurance, at its expense, to protect itself and any such person against such liability, cost or expense.

Adopted and approved on 11/1/2012, by

  
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President

Glacier Swim Club Board of Trustees

